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September 26, 2011

VIA ECF AND HAND DELIVERY

Hon. Dennis M. Cavanaugh, United States District Judge
United States Post Office and Courthouse Building
Federal Square
50 Walnut Street
Newark, New Jersey 07101

**Re: Louisiana Municipal Police Employees' Retirement System v. Medco Health Solutions, Inc., et al.,
Civil Action No. 11-4211 (DMC) (MF)**

Dear Judge Cavanaugh:

We represent Defendants Express Scripts, Inc. and Plato Merger Sub, Inc. (collectively "Express Scripts") in this matter. As Your Honor is aware, the parties completed briefing on Plaintiffs' pending Motion for Class Certification on Tuesday, September 13, 2011. All Defendants oppose that Motion for the reasons explained more fully in their briefs. In considering Plaintiffs' Motion, we write to ask Your Honor to consider a ruling made on Thursday, September 15, 2011, by the Supreme Court of New York in *Wright v. M&F Worldwide Corp., et al.*, Index No. 651707/2011, which challenges the proposed merger between MacAndrews & Forbes Holdings, Inc. and M&F Worldwide Corp.

The defendants in *Wright* moved to dismiss or stay the New York action in favor of a consolidated action pending in the Delaware Court of Chancery, where the same class of M&F Worldwide shareholders had already been certified. The defendants also opposed the New York plaintiff's motion for consolidation, and co-lead plaintiff and interim co-lead counsel status.

The Court in *Wright* considered some of the issues reviewed by this Court, including the first-filed issue, as well as the location and convenience of witnesses. However, the Court granted Defendants' motion to dismiss, emphasizing that "there is really tremendous potential for inconsistent rulings [in Delaware and New York], which is a very disturbing factor because we're dealing with the exact same case, and we can't have inconsistent rulings." (Hr'g Tr. at 18). A copy of Justice Kornreich's ruling is attached for Your Honor's review.

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We are mindful that the Court has already denied Express Scripts' motion to dismiss or stay. However, certifying the same class of Medco stockholders that has already been certified in Delaware presents precisely the same risks as those identified by Justice Kornreich.

Class certification is an important issue of constitutional significance. We respectfully submit that the issue should be resolved promptly, and greatly appreciate Your Honor's consideration of the pending motion.

Respectfully,

/s/ Joseph P. La Sala

Joseph P. La Sala